



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2008
OF THE CONDITION AND AFFAIRS OF THE**

Pro Care Health Plan, Inc.

NAIC Group Code 0000 , 0000 NAIC Company Code 11081 Employer's ID Number 38-3295207
(Current Period) (Prior Period)

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Dental Service Corporation []
Vision Service Corporation [] Other [] Health Maintenance Organization [X]
Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [] No [X]

Incorporated/Organized 09/29/1995 Commenced Business 12/19/2000

Statutory Home Office 3968 Mount Elliott , Detroit, MI 48207
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 3968 Mount Elliott
(Street and Number)
Detroit, MI 48207 313-267-0307
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 3968 Mount Elliott , Detroit, MI 48207
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 3968 Mount Elliott
(Street and Number)
Detroit, MI 48207 313-267-0307
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.Procarehp.com

Statutory Statement Contact Jaspinder Sachdev 313-267-0307
(Name) (Area Code) (Telephone Number) (Extension)
jsachdev@procarehp.com 313-925-0322
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Augustine Kole-James, MD.</u>	<u>President & CEO</u>	<u>Robin Cole, RN.</u>	<u>Secretary</u>
<u>Harold Montgomery, CPA.</u>	<u>Treasurer</u>	<u>Deborah Hall-Turner, RN.</u>	<u>Chief Operating Officer</u>

OTHER OFFICERS

Jaspinder S. Sachdev JD. Chief Financial Officer

DIRECTORS OR TRUSTEES

<u>Augustine Kole-James, MD.</u>	<u>Robin Cole, RN.</u>	<u>Harold Montgomery, CPA.</u>	<u>Catherine Riley</u>
<u>Elizabeth Williams</u>			

State ofMichigan.....

ss

County ofWayne.....

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Augustine Kole-James, MD
President & CEO

Robin Cole, RN.
Secretary

Jaspinder Sachdev, JD.
CFO

Subscribed and sworn to before me this _____ day of _____,

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Pro Care Health Plan, Inc.

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals						
Group subscribers:						
NONE						
0299997 Group subscriber subtotal	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed						
0299999 Total group	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	0	0	0	0	0	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
NONE				
0199999 Individually listed payables		0	0	0
0299999 Payables not individually listed				
0399999 Total gross payables		0	0	0

ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Pro Care Health Plan, Inc.

EXHIBIT 7 PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	378,800	58.1		0.0	378,800	
2. Intermediaries	0	0.0		0.0	0	
3. All other providers	0	0.0		0.0	0	
4. Total capitation payments	378,800	58.1	0	0.0	378,800	0
Other Payments:						
5. Fee-for-service	272,735	41.9	XXX	XXX	209,718	63,017
6. Contractual fee payments	0	0.0	XXX	XXX		
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	272,735	41.9	XXX	XXX	209,718	63,017
13. Total (Line 4 plus Line 12)	651,535	100 %	XXX	XXX	588,518	63,017

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
NONE					
9999999 Totals			XXX	XXX	XXX

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EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	NONE					
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	0	0	0	0	0	0



ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Pro Care Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

Pro Care Health Plan, Inc.

2.

(LOCATION)

NAIC Group Code 0000

BUSINESS IN THE STATE OF Michigan

DURING THE YEAR 2008

NAIC Company Code 11081

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	0								0	
2. First Quarter	187								187	
3. Second Quarter	427								427	
4. Third Quarter	652								652	
5. Current Year	827								827	
6. Current Year Member Months	5,691								5,691	
Total Member Ambulatory Encounters for Year:										
7. Physician	209								209	
8. Non-Physician	1,063								1,063	
9. Total	1,272	0	0	0	0	0	0	0	1,272	0
10. Hospital Patient Days Incurred	81								81	
11. Number of Inpatient Admissions	20								20	
12. Health Premiums Written (b).....	1,818,375								1,818,375	
13. Life Premiums Direct	0								0	
14. Property/Casualty Premiums Written.....	0								0	
15. Health Premiums Earned.....	1,818,375								1,818,375	
16. Property/Casualty Premiums Earned.....	0								0	
17. Amount Paid for Provision of Health Care Services	651,535								651,535	
18. Amount Incurred for Provision of Health Care Services	1,358,093								1,358,093	

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons under indemnity only products _____

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$ _____

29.MI



ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Pro Care Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

Pro Care Health Plan, Inc.

2.

(LOCATION)

NAIC Group Code 0000

BUSINESS IN THE STATE OF Consolidated

DURING THE YEAR 2008

NAIC Company Code 11081

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	0	0	0	0	0	0	0	0	0	0
2. First Quarter	187	0	0	0	0	0	0	0	187	0
3. Second Quarter	427	0	0	0	0	0	0	0	427	0
4. Third Quarter	652	0	0	0	0	0	0	0	652	0
5. Current Year	827	0	0	0	0	0	0	0	827	0
6. Current Year Member Months	5,691	0	0	0	0	0	0	0	5,691	0
Total Member Ambulatory Encounters for Year:										
7. Physician	209	0	0	0	0	0	0	0	209	0
8. Non-Physician	1,063	0	0	0	0	0	0	0	1,063	0
9. Total	1,272	0	0	0	0	0	0	0	1,272	0
10. Hospital Patient Days Incurred	81	0	0	0	0	0	0	0	81	0
11. Number of Inpatient Admissions	20	0	0	0	0	0	0	0	20	0
12. Health Premiums Written (b).....	1,818,375	0	0	0	0	0	0	0	1,818,375	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned.....	1,818,375	0	0	0	0	0	0	0	1,818,375	0
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	651,535	0	0	0	0	0	0	0	651,535	0
18. Amount Incurred for Provision of Health Care Services	1,358,093	0	0	0	0	0	0	0	1,358,093	0

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes of fees \$ 0

29.GT

Schedule S - Part 1 - Section 2

NONE

Schedule S - Part 2

NONE

SCHEDULE S - PART 4

Reinsurance Ceded to Unauthorized Companies

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Reserve Credit Taken	6 Paid and Unpaid Losses Recoverable (Debit)	7 Other Debits	8 Total (Cols. 5+6+7)	9 Letters of Credit	10 Trust Agreements	11 Funds Deposited by and Withheld from Reinsurers	12 Other	13 Miscellaneous Balances (Credit)	14 Sum of Cols 9+10+11+12+13 But Not in Excess of Col. 8
NONE													
1199999 Total													

33

Schedule S-Part 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2008	2 2007	3 2006	4 2005	5 2004
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	42	32	30	58	55
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable.....		0	0	0	0
7. Claims payable.....		0	0	0	3
8. Reinsurance recoverable on paid losses.....	0	0	0	0	0
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S-PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	2,169,930		2,169,930
2. Accident and health premiums due and unpaid (Line 13).....	0		0
3. Amounts recoverable from reinsurers (Line 14.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	0	0
5. All other admitted assets (Balance).....	276,696		276,696
6. Total assets (Line 26)	2,446,626	0	2,446,626
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	706,558	0	706,558
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	0		0
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 17).....	0		0
11. Reinsurance in unauthorized companies (Line 18).....	0		0
12. All other liabilities (Balance).....	143,839		143,839
13. Total liabilities (Line 22).....	850,397	0	850,397
14. Total capital and surplus (Line 31).....	1,596,229	XXX	1,596,229
15. Total liabilities, capital and surplus (Line 32)	2,446,626	0	2,446,626
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid.....	0		
17. Accrued medical incentive pool.....	0		
18. Premiums received in advance	0		
19. Reinsurance recoverable on paid losses	0		
20. Other ceded reinsurance recoverables	0		
21. Total ceded reinsurance recoverables	0		
22. Premiums receivable	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24. Unauthorized reinsurance	0		
25. Other ceded reinsurance payables/offsets	0		
26. Total ceded reinsurance payables/offsets	0		
27. Total net credit for ceded reinsurance	0		

ANNUAL STATEMENT FOR THE YEAR 2008 OF THE Pro Care Health Plan, Inc.

**SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN**

Allocated by States and Territories

States, Etc.	Direct Business Only					Totals
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama	AL					0
2. Alaska	AK					0
3. Arizona	AZ					0
4. Arkansas	AR					0
5. California	CA					0
6. Colorado	CO					0
7. Connecticut	CT					0
8. Delaware	DE					0
9. District of Columbia	DC					0
10. Florida	FL					0
11. Georgia	GA					0
12. Hawaii	HI					0
13. Idaho	ID					0
14. Illinois	IL					0
15. Indiana	IN					0
16. Iowa	IA					0
17. Kansas	KS					0
18. Kentucky	KY					0
19. Louisiana	LA					0
20. Maine	ME					0
21. Maryland	MD					0
22. Massachusetts	MA					0
23. Michigan	MI					0
24. Minnesota	MN					0
25. Mississippi	MS					0
26. Missouri	MO					0
27. Montana	MT					0
28. Nebraska	NE					0
29. Nevada	NV					0
30. New Hampshire	NH					0
31. New Jersey	NJ					0
32. New Mexico	NM					0
33. New York	NY					0
34. North Carolina	NC					0
35. North Dakota	ND					0
36. Ohio	OH					0
37. Oklahoma	OK					0
38. Oregon	OR					0
39. Pennsylvania	PA					0
40. Rhode Island	RI					0
41. South Carolina	SC					0
42. South Dakota	SD					0
43. Tennessee	TN					0
44. Texas	TX					0
45. Utah	UT					0
46. Vermont	VT					0
47. Virginia	VA					0
48. Washington	WA					0
49. West Virginia	WV					0
50. Wisconsin	WI					0
51. Wyoming	WY					0
52. American Samoa	AS					0
53. Guam	GU					0
54. Puerto Rico	PR					0
55. U.S. Virgin Islands	VI					0
56. Northern Mariana Islands	MP					0
57. Canada	CN					0
58. Aggregate Other Alien	OT					0
59. Totals		0	0	0	0	0

NONE

SCHEDULE Y
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	38-2558408	Professional Medical Center									0	
	73-1700235	ProCare Plus, Inc					569,687				569,687	
		Augustine Kole-James, MD (100% Owner)									0	
	73-1700235	Pro Care Plus, Inc					(569,687)				(569,687)	
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

Responses

- 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?YES.....
- 2. Will an actuarial opinion be filed by March 1?YES.....
- 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?YES.....
- 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?YES.....

APRIL FILING

- 5. Will Management's Discussion and Analysis be filed by April 1?YES.....
- 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?YES.....
- 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?YES.....

JUNE FILING

- 8. Will an audited financial report be filed by June 1?YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

- 9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?NO.....
- 10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?NO.....
- 11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?NO.....
- 12. Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?SEE EXPLANATION.....
- 13. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?NO.....
- 14. Will the actuarial opinion on non-guaranteed elements as required in Interrogatories 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?NO.....
- 15. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?NO.....

APRIL FILING

- 16. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?NO.....
- 17. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?NO.....
- 18. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?NO.....

EXPLANATION:

- 9.
- 10.
- 11.
- 12. Augustine Kole-James owns 100% of Stocks issued and outstanding. requirement to file is 100 or more Stock holders.
- 13.
- 14.
- 15.
- 16.
- 17.
- 18.

BAR CODE:

9.  1 1 0 8 1 2 0 0 8 3 6 0 5 9 0 0 0

10.  1 1 0 8 1 2 0 0 8 2 0 5 0 0 0 0 0

11.  1 1 0 8 1 2 0 0 8 2 0 7 0 0 0 0 0

13.  1 1 0 8 1 2 0 0 8 3 7 1 0 0 0 0 0

14.  1 1 0 8 1 2 0 0 8 3 7 0 0 0 0 0 0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

15. 
1 1 0 8 1 2 0 0 8 3 6 5 0 0 0 0 0

16. 
1 1 0 8 1 2 0 0 8 3 3 0 5 9 0 0 0

17. 
1 1 0 8 1 2 0 0 8 2 1 1 5 9 0 0 0

18. 
1 1 0 8 1 2 0 0 8 2 1 3 0 0 0 0 0

OVERFLOW PAGE FOR WRITE-INS

M014 Additional Aggregate Lines for Page 14 Line 25.
 *EXEXP - Underwriting and Investment Exhibit - Part 3

	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
2504. Payroll service fees.....			4,002		4,002
2505. Subscription and Publications.....			595		595
2506. Business promotions.....			4,708		4,708
2507. Consulting expenses.....			629		629
2508. Software expense.....			6,852		6,852
2509. Contributions.....			6,600		6,600
2510. Meal / entertainment.....			4,001		4,001
2511.					0
2512.					0
2513. Lease expense.....			1,537		1,537
2514. Professional services.....			9,763		9,763
2515. Membership fees.....			2,575		2,575
2516. Miscellaneous exp.....			(7,039)		(7,039)
2517. Adminstrative revenue - affiliate.....			(569,687)		(569,687)
2518.					0
2597. Summary of remaining write-ins for Line 25 from Page 14	0	0	(535,464)	0	(535,464)

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(http://www.naic.org/committees_e_app_blanks.htm)

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